

**BNSF**



CRAIG N. SMETKO  
Senior General Attorney

**The Burlington Northern and  
Santa Fe Railway Company**

2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828  
(817) 352-3465 - Telephone  
(817) 352-2397 - Fax  
Craig.Smetko@BNSF.com

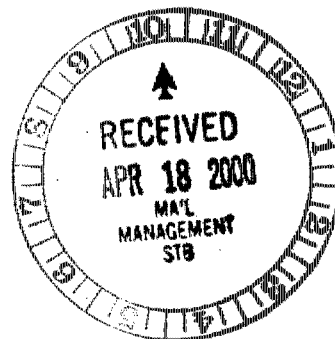
RECORDATION NO. **12687-G** FILED

APR 26 '00

12-09 PM

April 17, 2000

TS  
SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Amended and Restated Lease of Railroad Equipment  
dated as of January 3, 2000

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below:

Memorandum of Amended and Restated Lease of Railroad Equipment dated as of January 3, 2000 between The Burlington Northern and Santa Fe Railway Company, as Lessee (the "*Lessee*") and General Electric Capital Corporation (as successor-in-interest to State Street Bank and Trust Company, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of October 1, 1980 with General Electric Credit Corporation (now known as General Electric Capital Corporation, as Owner and as successor-in-interest to J.P. Morgan Interfunding Corp.)), as Lessor (the "*Lessor*").

As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary document to which the Memorandum of Amended and Restated Lease of Railroad Equipment is connected is the Lease of Railroad Equipment dated as of October 1, 1980, referred to above, which was recorded on December 30, 1980 at 11:45 a.m. as Recordation No. 12687-B.

The names and addresses of the parties to the enclosed documents are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: General Electric Capital Corporation  
120 Long Ridge Rd.  
Stamford, CT 06927  
Attention: Manager of Rail Operations

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 39 GP 39-2 Locomotives bearing the reporting marks BNSF 2700 through BNSF 2728, inclusive, and BNSF 2730 through BNSF 2739, inclusive.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Craig N. Smetko  
The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Lease of Railroad Equipment dated as of January 3, 2000, between The Burlington Northern and Santa Fe Railway Company, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2828, as Lessee, and General Electric Capital Corporation, (as successor-in-interest to State Street Bank and Trust Company, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of October 1, 1980 with General Electric Credit Corporation (now known as General Electric Capital Corporation, which was successor-in-interest to J.P. Morgan Interfunding Corp.)), 120 Long Ridge Rd., Stamford, CT 06927, Attention: Manager of Rail Operations, as Lessor, covering 39 GP 39-2 Locomotives bearing the reporting marks BNSF 2700 through BNSF 2728, inclusive, and BNSF 2730 through BNSF 2739, inclusive. The Memorandum of Amended and Restated Lease of Railroad Equipment is related to the Lease of Railroad Equipment dated as of October 1, 1980, which was recorded on December 30, 1980 at 11:45 a.m. as Recordation No. 12687-B.

If you have any questions or need further information, please do not hesitate to contact the undersigned (817-352-3465).

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. Smetko', followed by a long horizontal flourish.

Craig N. Smetko  
Senior General Attorney

CNS/cns  
Enclosures

MEMORANDUM OF AMENDED AND RESTATED  
LEASE OF RAILROAD EQUIPMENT

APR 26 00

12-09 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of January 3, 2000, by and between General Electric Capital Corporation, (as successor-in-interest to State Street Bank and Trust Company, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of October 1, 1980 with General Electric Credit Corporation (now known as General Electric Capital Corporation, as Owner and as successor-in-interest to J.P. Morgan Interfunding Corp.)), as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

## WITNESSETH:

1. The undersigned have entered into that certain Lease of Railroad Equipment dated as of October 1, 1980, which was recorded with the Surface Transportation Board pursuant to the predecessor of Section 11301 of Title 49 of the United States Code on December 30, 1980 at 11:45 a.m. as Recordation No. 12687-B. (the "*Lease Agreement*").

2. The undersigned have entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of January 3, 2000, whereby the terms and provisions of the above-described Lease Agreement have been amended and restated and are applicable to that certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Lessor

By: 

Name:

R. T. Sturgeon

Title:

Manager-Operations

Executed on this 13 day of ~~March~~ <sup>APRIL</sup>, 2000.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By: 

Name:

M. DAVID DEALY

Title:

V.P. - TRANSPORTATION

Executed on this 5 day of March, 2000.

STATE OF CT )  
 ) SS.:  
COUNTY OF Fairfield )

On this, the 13<sup>th</sup> day of <sup>April</sup> ~~March~~, 2000, before me, a Notary Public in and for said County and State, personally appeared Richard Sturgeon, who being by me duly sworn, says that (s)he is the Mgr. Operations of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on March    , 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

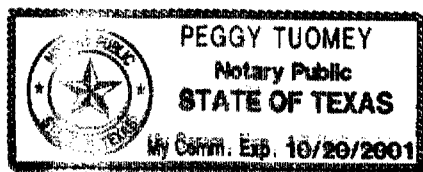
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Margaret Fraide  
Name: Margaret Fraide  
Notary Public  
My Commission Expires: 12/31/2000  
Residing in Stamford, CT

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF TARRANT )

On this, the 25 day of March, 2000, before me, a Notary Public in and for said County and State, personally appeared M. DAVID DEALY, who being by me duly sworn, says that he is the <sup>VICE PRESIDENT</sup> ~~General~~ Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on March 25, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Peggy Tuomey  
Name: PEGGY TUOMEY  
Notary Public  
My Commission Expires: 10-20-2001  
Residing in TARRANT COUNTY, TX

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
GP 39-2 Locomotives	39	BNSF 2700 through BNSF 2728, inclusive, and BNSF 2730 through BNSF 2739, inclusive.